

SUPERIOR INDUSTRIES INTERNATIONAL INC

Form 4

November 07, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FERGUSON JAMES M

2. Issuer Name and Ticker or Trading
Symbol
SUPERIOR INDUSTRIES
INTERNATIONAL INC [SUP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
7800 WOODLEY AVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/29/2006

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SVP, Global Sales & Marketing

VAN NUYS, CA 91406

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
---------------------------------------	------------------------------	---	---	------------------------	---	--	--

Edgar Filing: SUPERIOR INDUSTRIES INTERNATIONAL INC - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	V	(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of S
					(A)	(D)				
Stock Option (Right to Buy)	\$ 29.4	12/29/2006	D ⁽¹⁾⁽²⁾			2,499	⁽¹⁾⁽²⁾	09/20/2011	Common Stock	2,4
Stock Option (Right to Buy)	\$ 36.87	12/29/2006	A ⁽¹⁾⁽²⁾		2,499		⁽¹⁾⁽²⁾	09/20/2011	Common Stock	2,4
Stock Option (Right to Buy)	\$ 36.2	12/29/2006	D ⁽¹⁾⁽²⁾			5,000	⁽¹⁾⁽²⁾	10/09/2012	Common Stock	5,0
Stock Option (Right to Buy)	\$ 42.75	12/29/2006	A ⁽¹⁾⁽²⁾		5,000		⁽¹⁾⁽²⁾	10/09/2012	Common Stock	5,0
Stock Option (Right to Buy)	\$ 42.87	12/29/2006	D ⁽¹⁾⁽²⁾			11,249	⁽¹⁾⁽²⁾	12/19/2013	Common Stock	11,
Stock Option (Right to Buy)	\$ 43.22	12/29/2006	A ⁽¹⁾⁽²⁾		11,249		⁽¹⁾⁽²⁾	12/19/2013	Common Stock	11,
Stock Option (Right to Buy)	\$ 17.15	12/29/2006	D ⁽¹⁾⁽²⁾			30,000	⁽¹⁾⁽²⁾	08/09/2016	Common Stock	30,
Stock Option (Right to Buy)	\$ 17.56	12/29/2006	A ⁽¹⁾⁽²⁾		30,000		⁽¹⁾⁽²⁾	08/09/2016	Common Stock	30,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FERGUSON JAMES M 7800 WOODLEY AVE			SVP, Global Sales & Marketing	

VAN NUYS, CA 91406

Signatures

By: /s/ Stephen H. Gamble as
Attorney-in-Fact

11/07/2007

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The reporting person has entered into an agreement, dated December 29, 2006 (the "Agreement"), with Superior Industries International, Inc. ("the Company") to have the exercise prices of certain options granted to the reporting person reset to be equal to, and in no event less than, the fair market value of a share of the Company's common stock on the applicable accounting measurement date for the grant. (Continued to footnote 2.)

(2) See the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006 filed April 10, 2007, exhibits 10.45 and 10.46 for additional information. For Section 16 reporting purposes only, the increases in option exercise prices are deemed to be cancellation of the old options and the grant of replacement options. The other terms of the outstanding options (including the vesting of the options) remain unchanged.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.